

FRIENDS OF THE DANBURY LIBRARY BYLAWS

ARTICLE 1: MISSION STATEMENT

The Friends of the Danbury Library is an independent non-profit volunteer organization. The mission is to support and provide funding for the Danbury Library in its mission to provide supplemental programs and projects designed to enhance the educational, informational, and literacy resources of the Danbury community.

ARTICLE II: NAME

The organization shall be called: The Friends of the Danbury Library Inc., hereafter called "Friends."

ARTICLE III: PURPOSE

Section 1. The Friends are committed to:

- Assisting the library as it works to fulfill the community's literacy and informational needs
- Contributing to library-wide projects and goals through careful administration of vested funds
- Supporting the creative efforts of the library to enrich the lives of the community
- Focusing attention on the resources and services that the library offers
- Fostering continued growth of the Friends through cultivation of an engaged Friends of the Library membership and by proactive outreach campaigns in the Greater Danbury area
- Advocating for the library and its interests

Section 2. It is the responsibility of the Friends to administer and invest funds raised, donated, granted or endowed for the benefit of the library.

Section 3. Friends funding is supplementary in nature. Friends funds shall not be used to supplant or replace expenses that are the responsibility of the city of Danbury.

ARTICLE IV: MEMBERS

The Friends shall not have members as defined in Section 33-1055 of Connecticut General Statutes. The Friends may invite anyone in the general public, regardless of residence, to become a member of the Friends of the Library upon payment of annual dues.

ARTICLE V: DUES AND CONTRIBUTIONS

Section 1. The membership year for all Friends of the Library is from January 1 to December 31.

Section 2. The Friends Board of Trustees shall set dues for each of the various categories of Friend's members by dues level.

Section 3. All dues and contributions shall be made payable to the Friends of the Danbury Library.

ARTICLE VI: THE BOARD OF TRUSTEES

Section 1. The executive authority of the Friends shall be vested in a Board of Trustees (also called "Friends Board"), the responsibilities and duties of which shall include, but not be limited to:

- Reviewing the activities and direction of the organization,
- Raising funds by any means not expressly prohibited by these bylaws or by any law or statute,
- Allocating and expending such funds in furtherance of the purposes of the Friends and within Connecticut and Federal guidelines,
- Recommending a schedule of dues and establishing benefits for each of the Friends of the Library membership categories, and
- Planning events and meetings of the Friends of the Library.

Section 2. The Friends Board shall consist of the Officers of the Friends (see Article VII: Officers); up to twelve (12) additional Trustees elected by a majority of the then serving voting Trustees of the Friends Board at a duly called meeting at which a quorum is present; and one (1) ex officio, non-voting member as follows: The Director of the Danbury Library and/or his/her designee. Each elected Trustee must be or become a member of the Friends of the Library at the time of election and shall serve a term of two (2) years except as described in Article VII Section 7 below.

Section 3. A quorum for conducting business shall be defined as fifty percent (50%) of the then serving eligible voting Trustees of the Friends Board, at least one of whom must be an officer of the Friends.

Section 4. Trustees may seek reelection at the expiration of their terms and may serve an unlimited number of consecutive terms.

Section 5. Trustees shall serve until the expiration of their terms except in cases of resignation, incapacity, or removal from the Friends Board. The Board shall have the authority to appoint a person to fill any vacancy occurring through resignation, incapacity, or removal from the Board, and the appointed Trustee shall serve on an interim basis until a predetermined date or until the next Annual Meeting.

Section 6. A Trustee may be removed from the Friends Board based on neglect of duty, lack of attendance at Board meetings, or conduct tending to injure the good name of the Friends, disturb its organizational well-being, or hamper its work. An affirmative vote of a majority of all current voting members of the Board shall be required to remove a Trustee from the Board.

Section 7. The President, with the concurrence of the Trustees, shall appoint the Chairs of Standing Committees and the Chairs of any ad hoc or special committees as needed. The Standing Committees of the Friends Board may be:

- Board Development
- Finance
- Friends of the Library members
- Nominations and Elections
- Fundraising
- Volunteers

The Chair or other designated member of each committee will deliver a report of the committee's activities as requested by the Board. Each committee will have at least one Trustee as a member for liaison with the Board. Committee Chairs may appoint their own committee members. Committee Chairs and members need not be Trustees, but may be other paid-in-full members. Committee members will be posted on the website (<https://danburyfriends.org/>).

Section 8. For the purpose of liaison, it is encouraged that a member from the Library Board of Directors attend Friends Board meetings as a non-voting member, and a member of the Friends Board attend Library Board meetings as a non-voting member.

Section 9. No member of the Danbury Library Board of Directors, and no library employee, will be eligible for election to the Friends Board.

Section 10. An annual Library budget for Friends funds, submitted by the Director of the Danbury Library, shall be presented for approval by the Friends Board for the following fiscal year, and monthly expenditures in this budget shall be reviewed by the Board. An overall annual budget of the Friends shall be prepared by the Finance Committee and presented by the Treasurer to the Friends Board for approval.

Section 11. Checks issued on behalf of the Friends shall be signed by any two of three Board-designated Officers. (See Article VII: Officers.)

Section 12. All Trustees are expected to support Friends official functions.

ARTICLE VII: OFFICERS

Section 1. The officers of the Friends Board of Trustees shall be President, Vice-President, Secretary, and Treasurer. Each officer shall serve a term of two (2) years and may serve an unlimited number of terms. Responsibilities of offices may be shared between two Trustees. All officers shall be members of the Friends and must simultaneously be elected or serving as voting Trustees.

Section 2. The President shall be the chief officer of the Friends, fulfilling all of the normal duties of that office including, but not limited to, presiding at all the meetings of the Friends Board and of the Friends of the Library, conducting the business of the organization and all official correspondence with the concurrence of the Friends Board, affixing an official signature to organization documents, and representing the Friends in an official capacity.

Section 3. The duties of the Vice-President shall be to assist the President in the fulfillment of the latter's duties and to act on behalf of the President in the event of the latter's absence. The Vice-President shall succeed the President in cases of resignation, incapacity, or removal from office.

Section 4. The Secretary shall be responsible for maintaining the Friends records, Trustee and Officer eligibility data, and the minutes of all Board and Friends of the Library meetings.

Section 5. The duties of the Treasurer shall include maintaining financial records, certifying the accuracy of all requests for expenditure of funds, preparing necessary reports of income and expenses, and maintaining insurance as needed. Customary annual financial forms required by the government shall be filed by the Treasurer. The Treasurer shall serve on the Finance Committee.

The responsibilities of the Treasurer are: making timely deposits and disbursements, reporting revenues and expenditures from Friends funds at each regular Board meeting, presenting the annual overall Friends budget to the Board for approval, and delivering a complete annual report at the Annual Meeting of the Friends Board.

Section 6. Officers shall be elected by a majority of Trustees then serving, at least one of whom must be an Officer at a duly called meeting of the Friends Board at which a quorum is present.

Section 7. All officers shall serve until the expiration of their terms except in cases of resignation, incapacity, or removal from office. A majority vote of all current voting Trustees shall be required to remove an officer. The remaining Board officers shall have the authority to appoint a person to fill any office vacancy occurring through the resignation, incapacity, or removal from office on an interim basis until a predetermined date or until the vacancy is filled by the Friends Board.

Article VIII: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Board. The President of the organization shall serve as the Chair of the Executive Committee, and the Executive Committee shall meet as needed at the discretion of the President. Any actions taken by the Executive Committee will be reported to the full Board at the next meeting and/or by email to the entire Board in a timely manner, not to exceed ten (10) days. Actions decided at an Executive Committee meeting shall be presented for ratification at the following regular business meeting of the Friends Board.

ARTICLE IX: MEETINGS

Section 1. An annual meeting of the Friends Board shall be held each year at such time and place as shall be fixed by the Trustees, for the election of directors, officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Friends Board shall be held at such times as may be fixed by the Trustees. Special meetings of the Friends Board may be called at any time by the President or by not less than three (3) of the voting Trustees then serving.

Section 2. A quorum for conducting business shall be defined as fifty percent (50%) of the then serving eligible voting Trustees of the Board, at least one of whom must be an officer of the Friends.

Section 3. The Board of Trustees shall meet at least eight (8) times each year in person or by video conference. Special meetings may be called at other times by the President or by any three (3) Trustees, one of whom must be an Officer of the Friends.

Section 4. Special Meetings. The President or any three Trustees may call special meetings of the Friends Board. Written or electronic notice of the time and place of the meeting shall be given at least two (2) days prior to the meeting and must specify the purpose of the meeting.

Section 5. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the Friends in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Friends may adopt.

Section 6. Action by the Friends Board shall be by affirmative vote at regular and special meetings of the Friends Board-by a majority of the then serving voting Trustees present at a duly called meeting at which a quorum is present or, in the case of votes by mail or email, by affirmative vote of a majority all then serving voting Trustees.

ARTICLE X: AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended and/or revised at any time, by vote of a majority of then serving voting Trustees, provided that notice of such proposed amendments and/or revisions shall have been shared with all voting Trustees prior to the vote. These Bylaws shall be reviewed by the Friends Board not less than every five years since the last review.

ARTICLE XI: CONFLICT OF INTEREST

The standard of behavior at the Friends of the Danbury Library is that all Trustees scrupulously avoid conflicts of interest between the interests of the Friends on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. The purposes of the Friends conflict of interest policy are to protect the integrity of the Friends organization's decision-making process, to enable its constituencies to have confidence in its integrity, and to protect the integrity and reputations of the Friends. The policy is meant to supplement good judgment, and members are expected to respect its spirit as well as its wording. When elected, Trustees shall sign a Statement of Agreement to comply with these Bylaws.

No Trustee shall use his or her position, or the knowledge gained, in such a manner that a conflict between the interest of The Friends and his or her interests arises. Each Trustee has a duty to place the interest of The Friends foremost in any dealings with the organization and has a responsibility to notify the Board when a conflict arises.

In the course of meetings or activities, Trustees shall disclose any interests in a transaction or decision where the member, his/her business or other affiliations, family, employer, or close associates will receive a benefit or gain. After disclosure, the member may be asked to leave the room for the discussion and may not be permitted to vote on the question. The minutes at which such votes are taken shall record the disclosure, abstention, and rationale for approval.

ARTICLE XII: FUNDS AND LIABILITY

No part of the funds of the organization shall inure to the benefit of or be distributable to its individual members, officers or other private persons, except that the organization shall be empowered and authorized to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III: Purpose.

No substantial part of the activities of the organization shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

This organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

On dissolution of the organization, the Friends Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets of the organization according to the provisions of Article XIII: Dissolution.

ARTICLE XIII: DISSOLUTION

In the event of dissolution of the organization all assets will be turned over to another non-profit cultural or educational organization in the Greater Danbury area to be selected by a majority of the then serving voting Trustees at the time of the vote for dissolution.

This document has amended and restated the Friends of the Danbury Library Bylaws of 2017.

Ratified and approved by the Trustees at a meeting held on November 17, 2025; ratified and approved by the Members at a meeting held on _____, 2026.